

EXHIBIT 2

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Proposed Liaison Counsel

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

IN RE VERIFONE HOLDINGS, INC.
SECURITIES LITIGATION

Master File No.
C 07-6140 MHP

CLASS ACTION

**DECLARATION OF PRISMA
MUTUAL FUNDS, LTD.
IN RESPONSE TO THE COURT'S
ORDER DATED MAY 14, 2008 RE:
APPOINTMENT OF LEAD COUNSEL**

Document Relates To:

All Actions

COURTROOM: 14
JUDGE: Hon. Marilyn Hall Patel

DECLARATION OF PRISMA MUTUAL FUNDS, LTD. IN RESPONSE TO THE COURT'S ORDER DATED
MAY 14, 2008 RE: APPOINTMENT OF LEAD COUNSEL
Master File No. C 07-6140 MHP

As a duly authorized representative of the Israeli Institutional Investor Group, Golan Sapir, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I respectfully submit this Declaration as ordered by the Honorable Marilyn Hall Patel on May 14, 2008 in support of the motion of the Israeli Institutional Investor Group, comprised of The Phoenix Insurance Company, Ltd., Prisma Provident Funds, Ltd., Prisma Mutual Funds, Ltd., Harel Insurance Company, and Harel Pia Mutual Funds, for appointment as Lead Plaintiff and approval of its selection of Lead and Liaison Counsel.

2. I, Golan Sapir, am the Chief Executive Officer for Prisma Mutual Funds, Ltd. ("Prisma Mutual"). I am duly authorized to execute this Declaration on behalf of Prisma Mutual Funds.

3. I respectfully submit the following information in regard to the acquisition of Lipman shares by Prisma Mutual Funds, Ltd.:

Prisma Mutual held the following number of Lipman shares immediately before consummation of the merger on November 1, 2006:	0
Prisma Mutual held the following number of Lipman shares immediately after the consummation of the merger on November 1, 2006:	0
Prisma Mutual converted the following number of shares of Lipman to Verifone shares as part of the merger:	0
Prisma Mutual purchased and sold Lipman shares on	N/A

4. I respectfully submit the following information in regard to the transactions in Verifone conducted by Prisma Mutual Funds, Ltd.:

Between August 30, 2006 and December 3, 2007 Prisma Mutual purchased the following number of original Verifone shares – not including Verifone shares gained as a result of the merger with Lipman:	190,605
Between August 30, 2006 and December 3, 2007 Prisma Mutual expended the following amount of total funds in purchasing Verifone shares:	\$7,572,846.38
Between August 30, 2006 and December 3, 2007 Prisma Mutual sold the following number of Verifone shares:	121,992
Between August 30, 2006 and December 3, 2007 Prisma Mutual received the following amount of total funds from selling the original Verifone shares:	\$5,107,251.57
As of December 3, 2007 Prisma Mutual retained the following number of original Verifone shares:	68,613
Prisma Mutual paid the following amount for the shares retained as of December 3, 2007	\$2,692,131.41
Prisma Mutual incurred the following loss due to shares retained as of December 3, 2007	(\$1,332,221.75)

5. All of the shares referenced above were held by funds through which, as defined in paragraphs 6 through 39 below, Prisma Mutual had exclusive authority to vote, buy, and sell securities and to bring legal action.

1 6. Prisma B2 20-80 Pekan was the owner – the actual holder - of any Lipman and
2 Verifone shares in the Fund. The shares were held in the name of Prisma B2 20-80 Pekan.
3 Prisma Mutual had authority to vote those shares and the authority to buy or sell those shares.

4 7. Prisma B4 Kochav (Pekan) was the owner – the actual holder - of any Lipman
5 and Verifone shares in the Fund. The shares were held in the name of Prisma B4 Kochav
6 (Pekan). Prisma Mutual had authority to vote those shares and the authority to buy or sell those
7 shares.

8 8. Prisma 2B Best Invest was the owner – the actual holder - of any Lipman and
9 Verifone shares in the Fund. The shares were held in the name of Prisma 2B Best Invest. Prisma
10 Mutual had authority to vote those shares and the authority to buy or sell those shares.

11 9. Prisma B2 Shekel Plus – was the owner – the actual holder - of any Lipman and
12 Verifone shares in the Fund. The shares were held in the name of Prisma B2 Shekel Plus – k.
13 Prisma B2 Shekel Plus – k (17) had authority to vote those shares and the authority to buy or sell
14 those shares.
15 those shares.

16 10. Prisma B4 Selected Tel Aviv 25 Selected was the owner – the actual holder - of
17 any Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma B4
18 Selected Tel Aviv 25. Prisma Mutual had authority to vote those shares and the authority to buy
19 or sell those shares.
20 or sell those shares.

21 11. Pekan D4 Israeli High-Tech was the owner – the actual holder - of any Lipman
22 and Verifone shares in the Fund. The shares were held in the name of Pekan D4 Israeli High-
23 Tech. Prisma Mutual had authority to vote those shares and the authority to buy or sell those
24 shares.
25 shares.

26 12. Prisma B1 Government Bonds +10 was the owner – the actual holder - of any
27 Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma B1
28 Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma B1

1 Government Bonds +10. Prisma Mutual had authority to vote those shares and the authority to
2 buy or sell those shares.

3
4 13. Pe'ilim B4, Stock Fund was the owner – the actual holder - of any Lipman and
5 Verifone shares in the Fund. The shares were held in the name of Pe'ilim B4, Stock Fund. Prisma
6 Mutual had authority to vote those shares and the authority to buy or sell those shares.

7 14. Prisma B1 10-90 (Pekan) was the owner – the actual holder - of any Lipman and
8 Verifone shares in the Fund. The shares were held in the name of Prisma B1 10-90 (Pekan).
9 Prisma Mutual had authority to vote those shares and the authority to buy or sell those shares.

10 15. Prisma HIGH YIELD 0B was the owner – the actual holder - of any Lipman and
11 Verifone shares in the Fund. The shares were held in the name of Prisma HIGH YIELD 0B.
12 Prisma Mutual had authority to vote those shares and the authority to buy or sell those shares.

13
14 16. Prisma B1 Dividing (Pekan) was the owner – the actual holder - of any Lipman
15 and Verifone shares in the Fund. The shares were held in the name of Prisma B1 Dividing
16 (Pekan). Prisma Mutual had authority to vote those shares and the authority to buy or sell those
17 shares.

18 17. Prisma B1 Shekels & Strategies was the owner – the actual holder - of any
19 Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma B1 Shekels
20 & Strategies. Prisma Mutual had authority to vote those shares and the authority to buy or sell
21 those shares.

22
23 18. Prisma B4 Dynamic Tel Aviv 100 was the owner – the actual holder - of any
24 Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma B4
25 Dynamic Tel Aviv 100. Prisma Mutual had authority to vote those shares and the authority to
26 buy or sell those shares.

1 19. Prisma C3 Hedging Strategies was the owner – the actual holder - of any Lipman
2 and Verifone shares in the Fund. The shares were held in the name of Prisma C3 Hedging
3 Strategies. Prisma Mutual had authority to vote those shares and the authority to buy or sell those
4 shares.

5 20. Prisma B4 Recommended Tel Aviv 100 was the owner – the actual holder - of
6 any Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma B4
7 Recommended Tel Aviv 100. Prisma Mutual had authority to vote those shares and the authority
8 to buy or sell those shares.

9 21. Prisma B4 Selected Stock was the owner – the actual holder - of any Lipman and
10 Verifone shares in the Fund. The shares were held in the name of Prisma B4 Selected Stock.
11 Prisma Mutual had authority to vote those shares and the authority to buy or sell those shares.

12 22. Prisma D4 Flexible (Lahak) was the owner – the actual holder - of any Lipman
13 and Verifone shares in the Fund. The shares were held in the name of Prisma D4 Flexible
14 (Lahak). Prisma Mutual had authority to vote those shares and the authority to buy or sell those
15 shares.

16 23. Prisma B4 Defensive MAOF was the owner – the actual holder - of any Lipman
17 and Verifone shares in the Fund. The shares were held in the name of Prisma B4 Defensive
18 MAOF. Prisma Mutual had authority to vote those shares and the authority to buy or sell those
19 shares.

20 24. Lahak D1 Balfour 10 - Fund was the owner – the actual holder - of any Lipman
21 and Verifone shares in the Fund. The shares were held in the name of Lahak D1 Balfour 10 -
22 Fund. Prisma Mutual had authority to vote those shares and the authority to buy or sell those
23 shares.

1 25. Prisma B1 Corporate Bonds +10 was the owner – the actual holder - of any
2 Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma B1
3 Corporate Bonds +10. Prisma Mutual had authority to vote those shares and the authority to buy
4 or sell those shares.

5 26. Prisma D4 Equities – Foreign Residents was the owner – the actual holder - of
6 any Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma D4
7 Equities – Foreign Residents. Prisma Mutual had authority to vote those shares and the authority
8 to buy or sell those shares.

9 27. Prisma B2, Convertible & Corporate was the owner – the actual holder - of any
10 Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma B2,
11 Convertible & Corporate. Prisma Mutual had authority to vote those shares and the authority to
12 buy or sell those shares.

13 28. Prisma C2, Expert 30/70 was the owner – the actual holder - of any Lipman and
14 Verifone shares in the Fund. The shares were held in the name of Prisma C2, Expert 30/70.
15 Prisma Mutual had authority to vote those shares and the authority to buy or sell those shares.
16

17 29. Sfira B4, TA 100 Fund was the owner – the actual holder - of any Lipman and
18 Verifone shares in the Fund. The shares were held in the name of Sfira B4, TA 100 Fund. Prisma
19 Mutual had authority to vote those shares and the authority to buy or sell those shares.
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21 30. Prisma D4 Investments (Lahak) was the owner – the actual holder - of any
22 Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma D4
23 Investments (Lahak). Prisma Mutual had authority to vote those shares and the authority to buy
24 or sell those shares.
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1 31. Prisma Flexible (Lahak) was the owner – the actual holder - of any Lipman and
2 Verifone shares in the Fund. The shares were held in the name of Prisma Flexible (Lahak).
3 Prisma Mutual had authority to vote those shares and the authority to buy or sell those shares.

4 32. Prisma Defensive Maof (Lahak) was the owner – the actual holder - of any
5 Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma Defensive
6 Maof (Lahak). Prisma Mutual had authority to vote those shares and the authority to buy or sell
7 those shares.

8
9 33. Prisma High Yield (Pekan) was the owner – the actual holder - of any Lipman
10 and Verifone shares in the Fund. The shares were held in the name of Prisma High Yield
11 (Pekan). Prisma Mutual had authority to vote those shares and the authority to buy or sell those
12 shares.

13 34. Prisma 4D Capital USA (Pekan) was the owner – the actual holder - of any
14 Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma 4D Capital
15 USA (Pekan). Prisma Mutual had authority to vote those shares and the authority to buy or sell
16 those shares.

17
18 35. Prisma Dynamic TA 100 (Dekan) was the owner – the actual holder - of any
19 Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma Dynamic
20 TA 100 (Dekan). Prisma Mutual had authority to vote those shares and the authority to buy or
21 sell those shares.

22 36. Prisma B4 Erez (Pekan) was the owner – the actual holder - of any Lipman and
23 Verifone shares in the Fund. The shares were held in the name of Prisma B4 Erez (Pekan).
24 Prisma Mutual had authority to vote those shares and the authority to buy or sell those shares.
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37. Prisma B3 50-50 Fund was the owner – the actual holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma B3 50-50 Fund. Prisma Mutual had authority to vote those shares and the authority to buy or sell those shares.

38. Prisma B2 30-70 (Pekan) was the owner – the actual holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma B2 30-70 (Pekan). Prisma Mutual had authority to vote those shares and the authority to buy or sell those shares.

39. Prisma Erez (Pekan) was the owner – the actual holder - of any Lipman and Verifone shares in the Fund. The shares were held in the name of Prisma Erez (Pekan). Prisma Mutual had authority to vote those shares and the authority to buy or sell those shares.

40. Prisma Mutual had no information regarding Lipman that was not generally available to the public outside of the State of Israel. Neither Prisma Mutual, nor any of its officers or directors, had any relationship with Lipman before the merger.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

June 3, 2008

Golan Sapir
Prisma Mutual

Prisma Mutual Funds Ltd.